

**LAW OFFICES OF  
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April 3, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO.

27864-B  
FILED

APR 03 '09

-12 39 PM

**SURFACE TRANSPORTATION BOARD**

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Subleases, a secondary document, dated as of April 3, 2009. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "B" for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

Assignor:

Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

Assignee:

Bank of Utah  
200 E. South Temple, Suite 210  
Salt Lake City, UT 84111

A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 125 freight cars numbered TILX 48131-48255, inclusive.


Honorable Anne K. Quinlan  
April 3, 2009  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Subleases between Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, and Bank of Utah, 200 E. South Temple, Suite 210, Salt Lake City, UT 84111, covering 125 freight cars numbered TILX 48131-48255, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

RECORDATION NO. 27864-B FILED

APR 03 '09 -12 39 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES**

between

**TRINITY INDUSTRIES LEASING COMPANY,**  
as Lessee

and

**BANK OF UTAH,**  
as Collateral Agent

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on April \_\_\_\_, 2009 at \_\_\_\_:\_\_\_\_.m..

## MEMORANDUM OF ASSIGNMENT OF SUBLEASES

3 THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of April 2009, by and between **TRINITY INDUSTRIES LEASING COMPANY** ("Lessee") and **BANK OF UTAH**, as collateral agent ("Collateral Agent"), with reference to the following:


Lessee, as lessee, Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of February 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to time (the "Collateral Agency Agreement"), are parties to that certain Subleasing Consent and Amendment dated as of February 6, 2009 (the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to the Collateral Agent, for the benefit of BALC and other Lessor Parties (under and as defined in the Collateral Agency Agreement) a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[ signatures appear on next page ]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent

Trinity Industries Leasing Company

By:   
Name: Nancy M. Dahl  
Title: Vice President

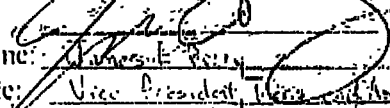
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent

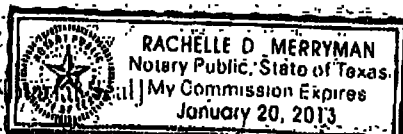
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Trinity Industries Leasing Company

By:   
Name: James E. Perry  
Title: Vice President, Trinity Leasing Co.

STATE OF Texas COUNTY OF Dallas  
TO WIT

On this 1st day of April, 2009 before me appeared James E. Smith to me personally known, who being by me duly sworn, says that he is the Vice President, Treasurer and Asst Sec of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on \_\_\_\_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Rachelle D. Merryman  
Notary Public

My commission expires: 01/20/13

STATE OF \_\_\_\_\_ COUNTY OF \_\_\_\_\_  
TO WIT

On this \_\_\_\_\_ day of \_\_\_\_\_, 2009 before me appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of BANK OF UTAH, that said instrument was signed on \_\_\_\_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF \_\_\_\_\_ COUNTY OF \_\_\_\_\_  
TO WIT:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2009 before me appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on \_\_\_\_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

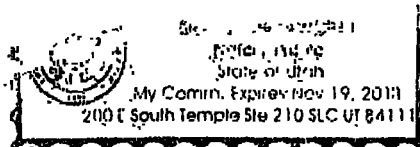
STATE OF \_\_\_\_\_ COUNTY OF \_\_\_\_\_  
Utah  
Salt Lake TO WIT:

On this 1 day of April, 2009 before me appeared Nancy M. Dahl to me personally known, who being by me duly sworn, says that he is the Vice President of BANK OF UTAH, that said instrument was signed on April 1, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:



**EXHIBIT A**  
**DESCRIPTION OF UNITS**

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>	<u>Vendor</u>	<u>Description of Assets</u>
1	TILX048131	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
2	TILX048132	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
3	TILX048133	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
4	TILX048134	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
5	TILX048135	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
6	TILX048136	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
7	TILX048137	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
8	TILX048138	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
9	TILX048139	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
10	TILX048140	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
11	TILX048141	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
12	TILX048142	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
13	TILX048143	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
14	TILX048144	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
15	TILX048145	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
16	TILX048146	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
17	TILX048147	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
18	TILX048148	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
19	TILX048149	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
20	TILX048150	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
21	TILX048151	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
22	TILX048152	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
23	TILX048153	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
24	TILX048154	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
25	TILX048155	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
26	TILX048156	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
27	TILX048157	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
28	TILX048158	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars

[illegible]

[illegible]

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86	TILX048216	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
87	TILX048217	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
88	TILX048218	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
89	TILX048219	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
90	TILX048220	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
91	TILX048221	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
92	TILX048222	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
93	TILX048223	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
94	TILX048224	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
95	TILX048225	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
96	TILX048226	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
97	TILX048227	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
98	TILX048228	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
99	TILX048229	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
100	TILX048230	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
101	TILX048231	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
102	TILX048232	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
103	TILX048233	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
104	TILX048234	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
105	TILX048235	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
106	TILX048236	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
107	TILX048237	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
108	TILX048238	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
109	TILX048239	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
110	TILX048240	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
111	TILX048241	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
112	TILX048242	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
113	TILX048243	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
114	TILX048244	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
115	TILX048245	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars

116	TILX048246	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
117	TILX048247	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
118	TILX048248	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
119	TILX048249	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
120	TILX048250	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
121	TILX048251	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
122	TILX048252	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
123	TILX048253	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
124	TILX048254	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
125	TILX048255	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars